

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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	:	
In re:	:	
	:	
THE FINANCIAL OVERSIGHT AND	:	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,	:	Title III
	:	
as representative of	:	Case No. 17-BK-3283 (LTS)
	:	
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors. ¹	:	
	X	
	:	
In re:	:	
	:	Adv. Proc. No. 17-BK-4780
THE FINANCIAL OVERSIGHT AND MANAGEMENT	:	(LTS)
BOARD FOR PUERTO RICO,	:	
	:	
as representative of	:	
	:	
PUERTO RICO ELECTRIC POWER AUTHORITY,	:	Court Filing Relates Only to
	:	PREPA and Shall Only be Filed
Debtor.	:	in Case No. 17-BK-4780 (LTS)
	:	and Main Case 17-BK-3283
	:	(LTS)
	X	

**STIPULATION AND CONSENT ORDER BETWEEN WHITEFISH ENERGY
HOLDINGS, LLC AND OFFICIAL COMMITTEE OF UNSECURED CREDITORS
REGARDING AMENDED URGENT MOTION OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ORDER, UNDER 11 U.S.C. § 1103 AND
BANKRUPTCY RULE 2004, AUTHORIZING DISCOVERY WITH RESPECT TO
PREPA ENGAGEMENT OF WHITEFISH ENERGY HOLDINGS, LLC DATED
NOVEMBER 7, 2017**

¹ The Debtors in these title III cases, along with each Debtor's respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747)

1. Whitefish Energy Holdings, LLC (“Whitefish”) hereby consents to the relief sought in the *Amended² Urgent Motion of Official Committee of Unsecured Creditors for Order, Under 11 U.S.C. § 1103 and Bankruptcy Rule 2004, Authorizing Discovery With Respect to PREPA Engagement of Whitefish Energy Holdings, LLC and Urgent Request for Hearing* [Docket No. 409 in PREPA Docket] as it relates to the authority of the Official Committee of Unsecured Creditors (the “Committee”) to pursue discovery.

2. Whitefish shall provide to the Committee written materials it provides to other entities investigating this matter—such as the House of Representatives Committee on Energy and Commerce and the Senate Committee on Homeland Security and Governmental Affairs—within three (3) calendar days after the entry of this Order for materials already produced to such governmental entities or three (3) calendar days of providing additional materials to such governmental entities. It is the parties’ understanding that the production of such material is currently scheduled to be completed by November 27, 2017.

3. Whitefish shall provide:

- (i) All Documents³ and Communications⁴ Whitefish exchanged with PREPA through the date on which the Whitefish Contract was signed, as well as all Documents and Communications Whitefish exchanged with PREPA concerning the termination of the Whitefish Contract⁵;
- (ii) All Documents and Communications between Whitefish and any individuals or entities that it relied upon in any way to make contact with PREPA or any other Puerto Rico government entities/persons or lobby or

² As mentioned in the Motion, the amendment incorporated the denial by Mr. Elias Sánchez Sifonte of certain allegations contained in paragraph 20 of the original filing. [See Docket No. 364 in Case No. 17-BK-4780-LTS and Docket No. 1567 in Case No. 17-BK-3283 (LTS)].

³ “Documents” shall have the same meaning here as in the Document Requests issued to Whitefish. See Exhibit C to Committee’s Bankruptcy Rule 2004 Motion [PREPA Docket 364-3].

⁴ “Communications” shall have the same meaning here as in the Document Requests issued to Whitefish. See Document Requests to Whitefish Exhibit C to Committee’s Bankruptcy Rule 2004 Motion [PREPA Docket No. 364-3]. For avoidance of doubt, Communications refers to written or electronic records of exchanges between individuals.

⁵ Capitalized terms used but not otherwise defined in this Stipulation shall have the meanings set forth in the Motion.

otherwise advocate (formally or informally) with PREPA on behalf of Whitefish, if any; and

- (iii) Documents sufficient to demonstrate and identify the owners of Whitefish, their co-investors, or any individuals or entities entitled to a commission payment or other payment based on the amounts received by Whitefish under the Whitefish Contract (such as an agent), if any.

4. Whitefish's current good faith belief is that the materials described in paragraph 3 of this Joint Stipulation will be included in the production(s) described in paragraph 2 of this Joint Stipulation. Nevertheless, if, following the production(s) described in paragraph 2 of this Joint Stipulation, Whitefish discovers that responsive materials called for by paragraph 3 of this Joint Stipulation have not been delivered to the Committee or if the Committee identifies any remaining gaps in these materials, Whitefish shall produce such materials within fourteen (14) calendar days of the production contemplated in paragraph 2 of this Joint Stipulation, or on a date otherwise agreed by the parties.

5. Whitefish and the Committee agree that all objections related to all materials or discovery sought by the Committee subsequent to its review of the initial productions, save for objections related to the Committee's authority to pursue such discovery, are hereby reserved.

6. If the Committee and Whitefish are not able to resolve disputed issues with regard to scope, timing, or related matters, any party may seek court intervention by requesting a telephonic hearing, with such hearing to be conducted in seven calendar days' notice, subject to the court's availability and calendar.

[Remainder of page intentionally left blank]

Dated: November 10, 2017
San Juan, Puerto Rico

Respectfully submitted,

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- and -

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*Local Counsel to the Official Committee of
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Dated: November 10, 2017
San Juan, Puerto Rico

Respectfully submitted,

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Local Counsel for Whitefish Energy Holdings

SO ORDERED:

Dated: November __, 2017

Judith G. Dein
United States Magistrate Judge